

**IN THE UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

LONGHORN PARTNERS PIPELINE,)
L.P. and LONGHORN PARTNERS)
GP, L.L.C)
)
Plaintiffs,) Civil action No. 4:09-cv-00729
)
v.) Hon. Sim Lake
)
KM LIQUIDS TERMINALS, L.L.C.,)
)
Defendant.)

PLAINTIFFS' MOTION TO TRANSFER TO THE UNITED STATES DISTRICT COURT FOR THE DISTRICT OF DELAWARE PURSUANT TO 28 U.S.C. § 1412

Pursuant to 28 U.S.C. § 1412, 28 U.S.C. § 157 and Federal Rule of Bankruptcy Procedure 7087, Plaintiffs Longhorn Partners Pipeline, L.P., and Longhorn Partners GP, LLC, (collectively, the “Plaintiffs”) move the Court to transfer this removed State Court Action to the United States Bankruptcy Court for the District of Delaware.

On March 12, 2009, Defendant KM Liquids Terminals, L.L.C. (“Kinder Morgan”) removed the above-captioned State Court Action to the United States Bankruptcy Court for the Southern District of Texas, Houston Division,¹ pursuant to 28 U.S.C. § 1452, on the grounds that it is a “core” bankruptcy proceeding. (Not. of Removal ¶ 11.) (“Kinder Morgan asserts that this proceeding is core pursuant to 28 U.S.C. § 157(o).”) Because Plaintiff Longhorn Partners Pipeline, L.P. (“LPP”), and a number of its affiliates, filed a Chapter 11 petition that is now

¹ The heading of Kinder Morgan's Notice of Removal indicates that Kinder Morgan filed its Notice directly with the United States Bankruptcy Court for the Southern District of Texas, Houston Division. (*See* Docket No. 1) However, the United States District Court for the Southern District of Texas has not yet referred the case, under the Bankruptcy Code, to a bankruptcy judge of the Southern District of Texas.

pending before the United States Bankruptcy Court for the District of Delaware,² and because proceedings relating to resolution of any pending actions or claims concerning the Longhorn Pipeline's shipping business — the subject of the removed State Court Action — are active and ongoing in connection with the anticipated sale of the Longhorn Pipeline, Plaintiffs respectfully request transfer of this action to the United States Bankruptcy Court for the District of Delaware — the court in which the Chapter 11 cases are pending — under 28 U.S.C. § 1412, “in the interest of justice” and “for the convenience of the parties.”

In support of their motion, Plaintiffs rely on the following:

1. Plaintiffs' Memorandum in Support of their Motion to Transfer Venue to the United States District Court for the District of Delaware Pursuant to 28 U.S.C. § 1412 (“Plaintiffs' Memorandum”);
2. Exhibits A through N attached to this Motion to Transfer and referenced in Plaintiffs' Memorandum;
3. The records on file in the Case;
4. All other pleadings and case material on file with this Court at the time Plaintiffs' motion to transfer is heard, if the Court determines that oral argument would be beneficial.

Plaintiffs' counsel avers it has conferred with Defendant's counsel, pursuant to Local Rule 7.1, and counsel cannot agree about the disposition of the motion.

WHEREFORE, the Plaintiffs respectfully request this Court transfer this proceeding to the United States District Court for the District of Delaware, pursuant to Federal Rule of Bankruptcy Procedure 7087, 28 U.S.C. § 1412 and 28 U.S.C. § 157, where Plaintiff Longhorn

² Plaintiff Longhorn Partners Pipeline, L.P., filed its Chapter 11 petition on December 22, 2008, and is party to the consolidated bankruptcy proceeding, *In re Flying J Inc., et al.*, (Case No. 08-13384). The debtors in these chapter 11 cases (all affiliated entities), along with the last four digits of each debtor's federal tax identification number, are: Flying J Inc. (3458); Big West of California, LLC (1608), Big West Oil, LLC (6982); Big West Transportation, LLC (6984); Longhorn Partners Pipeline, L.P. (0554); Longhorn Pipeline Holdings, LLC (0226), Longhorn Pipeline Inc. (0654). The location of the debtors' corporate headquarters and the service address for all debtors is: 1104 Country Hills Drive, Ogden, UT 84403.

Pipeline Partners, L.P.'s Chapter 11 case and that of its affiliated debtor entities are currently pending.

Dated: March 26, 2009

Respectfully submitted,

s/ Lisa A. Paulson

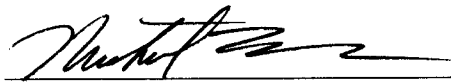
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ATTORNEYS FOR PLAINTIFF

CERTIFICATE OF SERVICE

I hereby certify that on this 26th day of March, 2009, a true and correct copy of the foregoing Plaintiffs' Motion to Transfer to the United States District Court for the District of Delaware Pursuant to 28 U.S.C. § 1412 was served via facsimile on the following counsel of record:

Gregg C. Laswell
Wade Whilden
Hicks, Thomas LLP
700 Louisiana, Suite 2000
Houston, TX 77027

A handwritten signature in black ink, appearing to read "Michael L. Navarre", is written over a horizontal line.

Michael L. Navarre